

COUNTY COUNCIL
OF
TALBOT COUNTY, MARYLAND

2012 Legislative Session, Legislative Day No. : September 25, 2012


Resolution No.: 197

Introduced by: Mr. Bartlett, Mr. Duncan, Mr. Hollis, Mr. Pack, Ms. Price

**A RESOLUTION GRANTING CONSENT TO THE TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISEE**

By the Council: September 25, 2012

Introduced, read first time, ordered posted, and public hearing scheduled on Tuesday, October 23, 2012 at 6:00 p.m. in the Bradley Meeting Room, South Wing, Talbot County Courthouse, 11 North Washington Street, Easton, Maryland 21601.

By order, 
Susan W. Moran, Secretary

A RESOLUTION GRANTING CONSENT TO THE TRANSFER OF CONTROL OF CABLE TELEVISION FRANCHISEE

WHEREAS, the Talbot County, Maryland, (the Local Franchising Authority, or “LFA”) has granted a cable television franchise pursuant to a Cable Television Franchise Agreement (the “Franchise”), a copy of which is attached hereto, to Atlantic Broadband (Delmar), LLC (the “Franchisee”); and

WHEREAS, on July 18, 2012, Atlantic Broadband Group, LLC (“Seller”) and Cogeco Cable Inc. (“Cogeco Cable”) executed a Stock Purchase Agreement (the “Agreement”) pursuant to which control over the Franchisee will be transferred to Acquisitions Cogeco Cable II Inc. (“Cogeco Cable II”); and

WHEREAS, Seller, as Transferor, and Cogeco Cable II, as Transferee, submitted an Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise (FCC Form 394) on August 2, 2012, to LFA (the “Application”) requesting consent to the transfer of control of the Franchisee as a result of the Agreement; and,

WHEREAS, LFA intends to consent to the transfer of control of the Franchisee, subject to acceptance of the terms and conditions set forth herein, having determined that such consent is consistent with the terms of the Franchise and in the best interest of the LFA.

NOW, THEREFORE, BE IT RESOLVED BY TALBOT COUNTY, MARYLAND ACTING AS THE LOCAL FRANCHISING AUTHORITY:

Section 1. LFA does hereby consent to the transfer of control of the Franchisee to Cogeco Cable II, effective as of the Closing Date pursuant to the Agreement, and to the corporate reorganization described in the Application.

Section 2. Upon closing of the Transaction, the Franchisee shall remain subject to its obligations under the Franchise.

Section 3. LFA hereby confirms that (a) the Franchise is valid and in full force and effect; (b) there have been no amendments or modifications to the Franchise, except as set forth herein; (c) to the best of LFA’s knowledge, the Franchisee is materially in compliance with the provisions of the Franchise; and (d) to the best of LFA’s knowledge, there are no defaults under the Franchise, or events which, with the giving of notice or passage of time or both, could constitute events of default thereunder.

Section 4. The President of the County Council of Talbot County is hereby authorized to enter into, execute and deliver in the name of and on behalf of Talbot County, Maryland as the LFA a certificate along with such other documents as may be necessary evidencing adoption of this Resolution without further act or resolution of this governing body.

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately upon its date of passage.

PUBLIC HEARING

Having been posted and Notice of time and place of hearing and Title of Resolution No. _____ having been published, a public hearing was held on _____, at _____ p.m. in the Bradley Meeting Room, South Wing, Talbot County Courthouse, 11 North Washington Street, Easton, Maryland 21601.

BY THE COUNCIL

ENACTED:

By Order _____
Susan W. Moran, Secretary

Pack	-
Hollis	-
Bartlett	-
Price	-
Duncan	-